

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re : Chapter 11
GAWKER MEDIA LLC, *et al.*,¹ : Case No. 16-11700 (SMB)
Debtors. : (Jointly Administered)
-----X

**MONTHLY FEE STATEMENT OF PRIME CLERK LLC,
AS ADMINISTRATIVE ADVISOR TO THE DEBTORS FOR
THE PERIOD FROM DECEMBER 1, 2016 THROUGH DECEMBER 31, 2016**

By this monthly fee statement (the “**Statement**”), pursuant to sections 327, 330 and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Rule 2016-1 of the Local Rules of the United States Bankruptcy Court for the Southern District of New York (the “**Local Bankruptcy Rules**”), Prime Clerk LLC (“**Prime Clerk**”), administrative advisor to the above captioned debtors and debtors in possession (collectively, the “**Debtors**”), hereby seeks compensation for reasonable and necessary fees incurred for the period from December 1, 2016 through December 31, 2016 (the “**Statement Period**”). In accordance with the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 94] (the “**Compensation Order**”), Prime Clerk seeks (i) allowance of reasonable and necessary fees incurred during the Statement Period in an aggregate amount equal to \$14,663.50 and payment of \$11,730.80, or 80% of the total amount, and (ii) reimbursement of actual, reasonable and necessary expenses incurred during the Statement Period in an amount equal to \$0.00. In support of the

¹ The last four digits of the taxpayer identification number of the debtors are: Gawker Media LLC (0492); Gawker Media Group, Inc. (3231); and Gawker Hungary Kft. (f/k/a Kinja Kft.) (5056). Gawker Media LLC and Gawker Media Group, Inc.’s mailing addresses are c/o Opportune LLP, Attn: William D. Holden, Chief Restructuring Officer, 10 East 53rd Street, 33rd Floor, New York, NY 10022. Gawker Hungary Kft.’s mailing address is c/o Opportune LLP, Attn: William D. Holden, 10 East 53rd Street, 33rd Floor, New York, NY 10022.

Statement, Prime Clerk respectfully represents as follows:

| | |
|--|---|
| Name of Professional: | Prime Clerk LLC |
| Authorized to Provide Administrative Advisor Services to: | Debtors and Debtors in Possession |
| Date of Retention: | July 14, 2016 <i>nunc pro tunc</i> to June 10, 2016 |
| Period for which compensation and reimbursement is sought: | December 1, 2016 through December 31, 2016 |
| Amount of compensation sought as actual, reasonable and necessary: | \$14,663.50 ² |
| 80% of compensation sought as actual, reasonable and necessary: | \$11,730.80 |
| Amount of expense reimbursement sought as actual, reasonable and necessary | \$0.00 |

² In accordance with the Compensation Order, at the expiration of the Objection Deadline (as defined in the Compensation Order), the Debtors are authorized to promptly pay 80% of the fees and 100% of the expenses identified in the Statement.

Prior Monthly Statements

| Date Filed; ECF No. | Period Covered | Requested | | Approved | | Paid | |
|-------------------------|--|--|----------|-------------|----------|-------------|----------|
| | | Fees | Expenses | Fees | Expenses | Fees | Expenses |
| 8/30/16 ECF No. 234 | 6/10/16 – 6/30/16; 7/1/16 – 7/31/16 | \$54,601.00 (payment of 80% or \$43,680.80) | \$40.00 | \$51,870.95 | \$40.00 | \$51,870.95 | \$40.00 |
| 9/20/16 ECF No. 274 | 8/1/16 – 8/31/16 | \$1,455.50 (payment of 80% or \$1,164.40) | \$74.07 | \$1,382.73 | \$74.07 | \$1,382.73 | \$74.07 |
| 10/26/16 ECF No. 378 | 9/1/16 – 9/30/16 | \$1,792.15 (payment of 80% or \$1,433.72) | \$0.00 | \$1,702.54 | \$0.00 | \$1,702.54 | \$0.00 |
| 11/18/16 ECF No. 475 | 10/1/16 – 10/31/16 | \$12,950.65 (payment of 80% or \$10,360.52) | \$0.00 | \$10,360.52 | \$0.00 | \$10,360.52 | \$0.00 |
| 12/20/16 ECF No. 629 | 11/1/16 – 11/30/16 | \$8,664.05 (payment of 80% or \$6,931.24) | \$0.00 | \$6,931.24 | \$0.00 | \$6,931.24 | \$0.00 |

Prior Interim Statement

| ECF | Date Filed | Period Covered | Requested to be Paid | | Paid | | Holdback (or amounts not yet paid) |
|--------------|---------------|----------------------|----------------------|-----------------|--------------------|-----------------|--|
| | | | Fees | Expenses | Fees | Expenses | Fees |
| 417 | 11/7/16 | 6/10/16 – 9/30/16 | \$57,848.65 | \$114.07 | \$54,956.22 | \$114.07 | \$2,892.43 |
| TOTAL | | | \$57,848.65 | \$114.07 | \$54,956.22 | \$114.07 | \$2,892.43 |

Summary of Hours Billed by Prime Clerk Employees During the Statement Period

| Employee Name | Title | Total Hours | Rate | Total |
|----------------------|--------------------------|----------------|----------|------------|
| Daloia, James | Director of Solicitation | 14.80 | \$195.00 | \$2,886.00 |
| Pullo, Christina | Director of Solicitation | 0.80 | \$195.00 | \$156.00 |
| Adler, Adam | Director | 1.20 | \$190.00 | \$228.00 |
| Dubin, Mariah | Director | 0.10 | \$190.00 | \$19.00 |
| Brown, Mark | Solicitation Consultant | 12.80 | \$175.00 | \$2,240.00 |
| Crowell, Messiah | Solicitation Consultant | 16.30 | \$175.00 | \$2,852.50 |
| Cuadros, Keri | Solicitation Consultant | 1.20 | \$175.00 | \$210.00 |
| Curry, Kevin | Solicitation Consultant | 3.50 | \$175.00 | \$612.50 |
| Deboissiere, Michael | Solicitation Consultant | 1.00 | \$175.00 | \$175.00 |

| Employee Name | Title | Total Hours | Rate | Total |
|---------------------|-------------------------|-------------|----------|------------|
| Labissiere, Pierre | Solicitation Consultant | 13.00 | \$175.00 | \$2,275.00 |
| Liu, Calvin | Solicitation Consultant | 8.50 | \$175.00 | \$1,487.50 |
| Scully, Nikesha | Solicitation Consultant | 1.80 | \$175.00 | \$315.00 |
| Ruiz, Gustavo | Director | 0.50 | \$170.00 | \$85.00 |
| Roberts, Sarah | Senior Consultant | 2.70 | \$160.00 | \$432.00 |
| Salguero, Elcida | Consultant | 0.30 | \$100.00 | \$30.00 |
| Thomas, Leon | Consultant | 0.30 | \$100.00 | \$30.00 |
| Evangelista, Thomas | Consultant | 1.60 | \$90.00 | \$144.00 |
| Higgins, Sebastian | Consultant | 3.10 | \$85.00 | \$263.50 |
| Bindra, Shamick | Technology Consultant | 0.40 | \$95.00 | \$38.00 |
| Singh, Kevin | Technology Consultant | 0.50 | \$60.00 | \$30.00 |
| Hum, Patrick | Analyst | 0.50 | \$45.00 | \$22.50 |
| Isla, John | Analyst | 3.30 | \$40.00 | \$132.00 |

TOTAL

88.20

\$14,663.50

BLENDED RATE

\$166.25

Summary of Fees Billed by Subject Matter During the Statement Period

| Matter Description | Total Hours | Total |
|-----------------------------|-------------|------------|
| Ballots | 39.80 | \$5,904.00 |
| Inquiries / Call Center | 5.70 | \$997.50 |
| Retention / Fee Application | 3.90 | \$660.00 |
| Solicitation | 38.80 | \$7,102.00 |

TOTAL

88.20

\$14,663.50

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Jurisdiction

1. The United States Bankruptcy Court for the Southern District of New York (the “**Court**”) has jurisdiction over this matter pursuant to 28 U.S.C. § 1334 and the Amended Standing Order of Reference of the United States District Court for the Southern District of New York, dated January 31, 2012 (Preska, C.J.). This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A). Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. The predicates for the relief requested herein are sections 327, 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016 and Local Rule 2016-1.

Background

2. On June 10, 2016 (the “**Petition Date**”), Gawker Media filed a voluntary petition with the Court under chapter 11 of the Bankruptcy Code. On June 12, GMGI and Kinja each filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their business and managing their property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. On June 16, 2016, this Court entered an order jointly administering these chapter 11 cases pursuant to Bankruptcy Rule 1015(b). On June 24, 2016, the United States Trustee appointed the official committee of unsecured creditors. No request for the appointment of a trustee or examiner has been made in these chapter 11 cases.

Retention of Prime Clerk

4. On July 14, 2016, the Court entered the *Order Pursuant to 11 U.S.C. § 327(a), Fed. R. Bankr. P. 2014(a) and 2016, and Local Rules 2014-1 and 2016-1 Authorizing Retention and Appointment of Prime Clerk LLC as Administrative Advisor for the Debtors and Debtors in Possession nunc pro tunc to the Petition Date* [Docket No. 99], which authorized the Debtors to

employ and retain Prime Clerk as administrative advisor *nunc pro tunc* to the Petition Date in these chapter 11 cases.

Relief Requested

5. Prime Clerk submits this Statement in accordance with the Compensation Order. All services for which Prime Clerk requests compensation were performed for, or on behalf of, the Debtors.

6. Prime Clerk seeks (i) allowance of reasonable and necessary fees incurred during the Statement Period in the amount of \$14,663.50 and payment of \$11,730.80, which represents 80% of the total amount, and (ii) reimbursement of actual, reasonable and necessary expenses incurred during the Statement Period in the amount of \$0.00.

7. Prime Clerk maintains computerized records of the time spent by employees of Prime Clerk in connection with its role as administrative advisor to the Debtors. **Exhibit A** hereto sets forth a detailed statement of hours spent rendering services to the Debtors in support of the compensation for fees incurred during the Statement Period and also sets forth any expenses incurred during the Statement Period. To that end, **Exhibit A**: (i) identifies the employee that rendered services in each task category; (ii) describes each service such employee performed; (iii) sets forth the number of hours in increments of one-tenth of an hour spent by each individual providing services; and (iv) as applicable, sets forth the type and amount of expenses incurred. In addition, Prime Clerk's hourly rates are set at a level designed to fairly compensate Prime Clerk for the work of its employees and cover routine overhead expenses. Hourly rates vary with the experience and seniority of the individuals assigned and are subject to periodic adjustments to reflect economic and other conditions.

8. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, it is respectfully submitted that the amounts requested herein by Prime Clerk are fair and

reasonable given (a) the complexity of these cases, (b) the time expended, (c) the rates charged for such services, (d) the nature and extent of the services rendered, (e) the value of such services and (f) the costs of comparable services other than in a case under this title.

Notice

9. Pursuant to the Compensation Order, this Statement will be served upon the Notice Parties (as defined in the Compensation Order). Prime Clerk submits, in light of the relief requested, no other or further notice is necessary.

Conclusion

WHEREFORE, pursuant to the Compensation Order, Prime Clerk respectfully requests (i) allowance of reasonable and necessary fees for the Statement Period in the total amount of \$14,663.50 and payment of \$11,730.80, which represents 80% of the total amount, and (ii) reimbursement of actual, reasonable and necessary expenses incurred during the Statement Period in the amount of \$0.00.

Dated: January 20, 2017
New York, New York

Prime Clerk LLC

/s/ Adam M. Adler
Adam M. Adler
Director, Business Operations and Controls
830 Third Avenue, 9th Floor
New York, NY 10022
Telephone: (212) 257-5465
Email: aadler@primeclerk.com

Administrative Advisor to the Debtors

Exhibit A

Fee Detail

Exhibit A

Fee Detail



830 Third Avenue, 9th Floor
New York, NY 10022

primeclerk.com

Hourly Fees by Employee through December 2016

| <u>Initial</u> | <u>Employee Name</u> | <u>Title</u> | <u>Hours</u> | <u>Rate</u> | <u>Total</u> |
|----------------|-----------------------|-------------------------------|--------------|-------------|--------------------|
| JSI | Isla, John S | AN - Analyst | 3.30 | \$40.00 | \$132.00 |
| PH | Hum, Patrick | AN - Analyst | 0.50 | \$45.00 | \$22.50 |
| KS | Singh, Kevin | TC - Technology Consultant | 0.50 | \$60.00 | \$30.00 |
| SVH | Higgins, Sebastian V | CO - Consultant | 3.10 | \$85.00 | \$263.50 |
| TME | Evangelista, Thomas M | CO - Consultant | 1.60 | \$90.00 | \$144.00 |
| SJB | Bindra, Shamick J | TC - Technology Consultant | 0.40 | \$95.00 | \$38.00 |
| EVS | Salguero, Elcida V | CO - Consultant | 0.30 | \$100.00 | \$30.00 |
| LLT | Thomas, Leon L | CO - Consultant | 0.30 | \$100.00 | \$30.00 |
| SBR | Roberts, Sarah B | SC - Senior Consultant | 2.70 | \$160.00 | \$432.00 |
| GAR | Ruiz, Gustavo A | DI - Director | 0.50 | \$170.00 | \$85.00 |
| MMB | Brown, Mark M | SA - Solicitation Consultant | 12.80 | \$175.00 | \$2,240.00 |
| MLC | Crowell, Messiah L | SA - Solicitation Consultant | 16.30 | \$175.00 | \$2,852.50 |
| KC | Cuadros, Keri | SA - Solicitation Consultant | 1.20 | \$175.00 | \$210.00 |
| KTTC | Curry, Kevin TT | SA - Solicitation Consultant | 3.50 | \$175.00 | \$612.50 |
| MD | Deboissiere, Michael | SA - Solicitation Consultant | 1.00 | \$175.00 | \$175.00 |
| PL | Labissiere, Pierre | SA - Solicitation Consultant | 13.00 | \$175.00 | \$2,275.00 |
| CLL | Liu, Calvin L | SA - Solicitation Consultant | 8.50 | \$175.00 | \$1,487.50 |
| NCS | Scully, Nikesha C | SA - Solicitation Consultant | 1.80 | \$175.00 | \$315.00 |
| AMA | Adler, Adam M | DI - Director | 1.20 | \$190.00 | \$228.00 |
| MDU | Dubin, Mariah | DI - Director | 0.10 | \$190.00 | \$19.00 |
| JFD | Daloia, James F | DS - Director of Solicitation | 14.80 | \$195.00 | \$2,886.00 |
| CP | Pullo, Christina | DS - Director of Solicitation | 0.80 | \$195.00 | \$156.00 |
| TOTAL: | | | 88.20 | | \$14,663.50 |

Hourly Fees by Task Code through December 2016

| <u>Task Code</u> | <u>Task Code Description</u> | <u>Hours</u> | <u>Total</u> |
|------------------|------------------------------|--------------|--------------|
|------------------|------------------------------|--------------|--------------|

Gawker Media

| | | | |
|------|------------------------------|---------------|--------------------|
| BALL | Ballots | 39.80 | \$5,904.00 |
| INQR | Call Center / Credit Inquiry | 5.70 | \$997.50 |
| RETN | Retention / Fee Application | 3.90 | \$660.00 |
| SOLI | Solicitation | 38.80 | \$7,102.00 |
| | | TOTAL: | |
| | | 88.20 | \$14,663.50 |

Gawker Media

Time Detail

| <u>Date</u> | <u>Emp</u> | <u>Title</u> | <u>Description</u> | <u>Task</u> | <u>Hours</u> |
|-------------|------------|--------------|---|------------------------------|--------------|
| 12/01/16 | JSI | AN | Process incoming ballots | Ballots | 0.50 |
| 12/01/16 | MMB | SA | Input ballots received into tabulation database | Ballots | 0.40 |
| 12/01/16 | NCS | SA | Input ballots into voting database | Ballots | 0.30 |
| 12/01/16 | PL | SA | Respond to creditor inquiries related to the ongoing solicitation | Call Center / Credit Inquiry | 0.50 |
| 12/01/16 | SVH | CO | Process incoming ballots | Ballots | 0.10 |
| 12/02/16 | CLL | SA | Input ballots into voting database | Ballots | 0.50 |
| 12/02/16 | CP | DS | Coordinate with Ropes team regarding voting reports | Solicitation | 0.30 |
| 12/02/16 | EVS | CO | Quality assurance review of electronically filed ballots | Ballots | 0.30 |
| 12/02/16 | JSI | AN | Print electronically filed ballots and prepare for archives | Ballots | 1.40 |
| 12/02/16 | JSI | AN | Process incoming ballots | Ballots | 0.40 |
| 12/02/16 | KC | SA | Respond to creditor inquiry related to ongoing solicitation | Call Center / Credit Inquiry | 0.20 |
| 12/02/16 | KS | TC | Technical support for electronically filed ballots | Ballots | 0.50 |
| 12/02/16 | LLT | CO | Quality assurance review of electronically filed ballots | Ballots | 0.30 |
| 12/02/16 | MLC | SA | Input ballots into voting database | Ballots | 1.50 |
| 12/02/16 | MMB | SA | Respond to creditor inquiries related to balloting | Call Center / Credit Inquiry | 2.30 |
| 12/02/16 | MMB | SA | Enter ballots received into tabulation database | Ballots | 0.80 |
| 12/02/16 | MMB | SA | Prepare tabulation database to receive ballots | Solicitation | 0.60 |
| 12/02/16 | NCS | SA | Input ballots into voting database | Ballots | 1.00 |
| 12/02/16 | PH | AN | Print EBallots and provide cover sheet for numbering | Ballots | 0.50 |
| 12/02/16 | PL | SA | Input ballots into voting database | Ballots | 0.50 |
| 12/02/16 | SVH | CO | Print EBallots and provide cover sheet for numbering | Ballots | 0.50 |
| 12/02/16 | TME | CO | Quality assurance review of incoming electronically filed ballots | Ballots | 0.60 |
| 12/05/16 | CLL | SA | Quality assurance review of incoming ballots | Ballots | 5.90 |
| 12/05/16 | CLL | SA | Input ballots into voting database | Ballots | 1.50 |
| 12/05/16 | CP | DS | Coordinate with Ropes and Prime Clerk case team regarding voting issues | Solicitation | 0.30 |
| 12/05/16 | GAR | DI | Quality assurance review of incoming ballots | Ballots | 0.50 |
| 12/05/16 | JFD | DS | Provide report of opt out parties to counsel | Solicitation | 0.30 |
| 12/05/16 | JFD | DS | Review and provide comments to draft vote declaration | Solicitation | 1.10 |
| 12/05/16 | JFD | DS | Review voting intake and results | Solicitation | 1.80 |
| 12/05/16 | JSI | AN | Process incoming ballots | Ballots | 0.50 |
| 12/05/16 | KC | SA | Input ballots into voting database | Ballots | 1.00 |

Gawker Media

| | | | | | |
|----------|------|----|---|------------------------------|------|
| 12/05/16 | MD | SA | Input ballots into voting database | Ballots | 0.50 |
| 12/05/16 | MDU | DI | Coordinate review and printing of electronically filed ballots | Ballots | 0.10 |
| 12/05/16 | MLC | SA | Input ballots into voting database | Ballots | 1.50 |
| 12/05/16 | MLC | SA | Quality assurance review of incoming ballots | Ballots | 8.50 |
| 12/05/16 | MMB | SA | Respond to creditor inquiries related to solicitation and ballots | Call Center / Credit Inquiry | 0.60 |
| 12/05/16 | NCS | SA | Input ballots into voting database | Ballots | 0.50 |
| 12/05/16 | PL | SA | Prepare vote declaration | Solicitation | 4.30 |
| 12/05/16 | PL | SA | Respond to debtor's counsel inquiry related to solicitation | Solicitation | 1.30 |
| 12/05/16 | SJB | TC | Technical support for audit of ballot processing | Ballots | 0.40 |
| 12/05/16 | SVH | CO | Print EBallots and provide cover sheet for numbering | Ballots | 2.50 |
| 12/05/16 | TME | CO | Quality assurance review of incoming electronically filed ballots | Ballots | 0.70 |
| 12/06/16 | CLL | SA | Input ballots into voting database | Ballots | 0.60 |
| 12/06/16 | JFD | DS | Review update of voting based on Denton counsel providing updated ballots | Solicitation | 0.80 |
| 12/06/16 | JFD | DS | Review vote tabulation and vote declaration | Solicitation | 1.50 |
| 12/06/16 | MD | SA | Generate bar codes for ballot processing | Ballots | 0.20 |
| 12/06/16 | MD | SA | Input ballots into voting database | Ballots | 0.30 |
| 12/06/16 | MMB | SA | Enter Denton ballots into tabulation database | Ballots | 0.20 |
| 12/06/16 | MMB | SA | Review solicitation database and prepare Denton ballots for delivery to counsel (.6); work with counsel to submit and record Denton online ballots (.4) | Solicitation | 1.00 |
| 12/06/16 | PL | SA | Finalize vote declaration | Solicitation | 4.00 |
| 12/06/16 | TME | CO | Quality assurance review of incoming electronically filed ballots | Ballots | 0.30 |
| 12/07/16 | CP | DS | Coordinate with Prime Clerk case team regarding voting issues | Solicitation | 0.20 |
| 12/07/16 | JFD | DS | Review submission by Mitch Williams | Solicitation | 1.10 |
| 12/07/16 | JFD | DS | Review and provide report of parties who elected convenience claims | Solicitation | 1.60 |
| 12/07/16 | JFD | DS | Review and provide plan class reports to counsel | Solicitation | 1.10 |
| 12/07/16 | JSI | AN | Print EBallots and provide cover sheet for numbering | Ballots | 0.50 |
| 12/07/16 | KTTC | SA | Quality assurance review of incoming ballots | Ballots | 3.50 |
| 12/07/16 | MLC | SA | Confer and coordinate with case team re solicitation | Solicitation | 0.20 |
| 12/07/16 | MMB | SA | Respond to nominee inquiry related to plan vote | Call Center / Credit Inquiry | 0.40 |
| 12/07/16 | PL | SA | Respond to debtor's counsel inquiry related to solicitation | Call Center / Credit Inquiry | 1.30 |
| 12/12/16 | JFD | DS | Review and provide counsel report of class 2C and class 2D parties | Solicitation | 1.50 |
| 12/12/16 | MLC | SA | Respond to debtors' counsel inquiry re solicitation | Solicitation | 4.60 |

Gawker Media

| | | | | | |
|--------------------|-----|----|--|------------------------------|--------------|
| 12/12/16 | MMB | SA | Conduct claims and solicitation database review per request of Debtors' counsel | Solicitation | 6.10 |
| 12/13/16 | JFD | DS | Attend confirmation hearing | Solicitation | 4.00 |
| 12/15/16 | AMA | DI | Attend interim fee application hearing | Retention / Fee Application | 0.80 |
| 12/18/16 | SBR | SC | Draft November fee statement | Retention / Fee Application | 2.00 |
| 12/19/16 | AMA | DI | Review and revise monthly fee statement | Retention / Fee Application | 0.20 |
| 12/19/16 | PL | SA | Respond to counsel's inquiry related to solicitation | Solicitation | 0.50 |
| 12/19/16 | SBR | SC | Review and revise November fee statement | Retention / Fee Application | 0.20 |
| 12/20/16 | AMA | DI | Review final draft of monthly fee statement | Retention / Fee Application | 0.20 |
| 12/20/16 | MMB | SA | Respond to debtors' counsel's inquiry related to plan classification and treatment of creditor's claim | Call Center / Credit Inquiry | 0.40 |
| 12/20/16 | PL | SA | Respond to counsel's inquiry related to solicitation | Solicitation | 0.60 |
| 12/20/16 | SBR | SC | Review proposed order for first interim fee application | Retention / Fee Application | 0.30 |
| 12/22/16 | SBR | SC | Review and circulate interim fee order and confirmation order | Retention / Fee Application | 0.20 |
| Total Hours | | | | | 88.20 |